

**EXHIBIT E**

**Amended and Restated Certificate of Incorporation**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
Marin Software Incorporated  
a Delaware corporation**

The undersigned, hereby certifies that:

1. The undersigned is the President of Marin Software Incorporated, a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on March 16, 2006. The Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on March 27, 2013.
3. Pursuant to Section 242 and 245 of the General Corporation law of the State of Delaware, this Amended and Restated Certificate of Incorporation amends and restates the provisions of the Restated Certificate of Incorporation, and the text of the original Certificate of Incorporation as heretofore amended, restated, or supplemented, shall be hereby amended and restated to read in its entirety as follows:

**FIRST.** The name of the corporation is Marin Software Incorporated (the “*Corporation*”).

**SECOND.** The address of the registered office of the Corporation in the State of Delaware is 108 Lakeland Avenue, City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the Corporation at such address is Capitol Services, Inc.

**THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may organize under the Delaware General Corporation Law, as amended (the “*DGCL*”).

**FOURTH.** The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of \$0.0001 per share.

**FIFTH.** Pursuant to Section 14.2 of the Combined Disclosure Statement and Plan of Reorganization of Marin Software Incorporated Under Chapter 11 of the Bankruptcy Code, dated July 15, 2025, as amended (the “*Plan*”) and as confirmed by order dated August \_\_, 2025 of the United States Bankruptcy Court for the District of Delaware (the “*Confirmation Order*”), the member of the Board of Directors appointed by the Plan sponsor shall be Andrew S. Price. The director’s address is: 2028 E Ben White Blvd, Suite 240-2650 Austin, TX 78741.

**SIXTH.** The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by written ballot unless required by the bylaws of the Corporation.

**SEVENTH.** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

**EIGHTH.** The Corporation is to have perpetual existence.

**NINTH.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

**TENTH.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or the Corporation existing at the time of such repeal or modification.

**ELEVENTH.** As a Delaware corporation reorganized pursuant to the Plan, as confirmed the Confirmation Order, the Corporation is prohibited from issuing non-voting equity securities under Section 1123(a)(6) of the United States Bankruptcy Code.

**TWELVETH.** This Amended and Restated Certificate of Incorporation shall become effective for accounting purposes only at 9:30 a.m. (local time in Wilmington, Delaware) on \_\_\_\_\_, 2025.

*[Signature page follows]*

On July 1, 2025, the Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the U.S. Bankruptcy Court for the District of Delaware, commencing voluntary proceeding Case No. 25-11263-LSS pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. On August \_\_, 2025, the United States Bankruptcy Court for the District of Delaware entered the Confirmation Order and confirmed the Plan. On \_\_\_\_\_, 2025, the Plan was consummated, and this Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242, 245, and 303 of the Delaware General Corporation Law.

**MARIN SOFTWARE INCORPORATED**

By: \_\_\_\_\_  
Name: Andrew S. Price  
Title: President